FORM A
TRANSMITTAL LETTER

PROPOSER: SANEF OPERATIONS AMERICA INC

SOQ Date: December 10, 2013

Indiana Finance Authority
One North Capitol Avenue, Suite 900
Indianapolis, Indiana 46204
Attention: Ms. Silvia Perez

The undersigned ("Proposer") submits this statement of qualifications (this "SOQ") in response to the Request for Qualifications dated October 18, 2013 (as amended, the "RFQ"), issued by the Indiana Finance Authority ("IFA"), on behalf of the Joint Board, to design, construct, equip, install, integrate, test, operate and maintain the Project. Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Enclosed, and by this reference incorporated herein and made a part of this SOQ, are the following:

Book 1: Transmittal Letter (this **Form A**), Executive Summary, Confidential Information List, Entity Qualifications (including **Forms B, C and D**), Legal Information;

Book 2: Financial Qualifications; and

Proposer acknowledges access to all materials posted on the following website with respect to the Project: www.in.gov/ifa/2331.htm and http://www.in.gov/dot/div/contracts/letting/index.html and the following addenda and sets of questions and answers to the RFQ:

- Proposer questions/comments to the RFQ, questions consolidated as of November 11, 2013.

Proposer understands that the Joint Board is not bound to qualify any Proposer and may reject each SOQ that IFA, on behalf of the Joint Board, may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by Proposer.

Proposer agrees that IFA and the Joint Board will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ.

Proposer acknowledges and agrees to the protest provisions and understands that it limits Proposer's rights and remedies to protest or challenge the RFQ or any determination or qualification thereunder.

This SOQ shall be governed by and construed in all respects according to the laws of the State of Indiana.

Proposer's business address:

95 Seaview Boulevard Suite 203

(No.) (Street) (Floor or Suite)

Port Washington N.Y 11050 USA

(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: Delaware

Sanef Operations America Inc

By: _____

Print Name: JÉRÔME COUZINEAU

Title: PRESIDENT

Sanef Operations America Inc. is a newly formed entity established to respond to the Louisville-Southern Indiana Ohio River Bridges (LSIORB) Project, a project vital to providing enhanced mobility and economic growth to Indiana and Kentucky. We have assembled a team of industry veterans to design, build, and operate the tolling system desired for this project, providing seamless revenue collection technology and operations at low costs. Sanef has demonstrated these qualities in many projects, both nationally and internationally. Examples include the Rhode Island Turnpike and Bridge Authority, the Port Mann-Highway 1 Bridge in Vancouver, Canada, and the M50 highway around Dublin, Ireland. In each of these projects, Sanef brought its customer-centric approach to serving the client while creating local jobs and providing regional and national interoperability. If awarded this opportunity, we will do the same for the people of Indiana and Kentucky.

Sanef Operations America Inc. will leverage the tolling integration and back-office experience of Sanef ITS Technologies America (Long Island, NY), and will leverage the tolling expertise and financial strength of the international firms Sanef ITS Technologies SAS and Sanef S.A., the parent company for all three. At the end of 2012, Sanef S.A. operated 1,250 miles of toll roads, bridges and tunnels and had a total toll road concessions annual turnover of **$2.045 billion**. Sanef ITS Technologies America, an electronic tolling integrator has been active in the US and is familiar with integrating E-ZPass electronic tolling hardware for nearly 20 years.

The Sanef Team has the US-based and worldwide technical qualifications required to provide an accurate, reliable, and competitive turnkey toll collection system and operations, tailored to the needs of the project. Worldwide, Sanef has developed dozens of projects that include lane integration, a Tolling Operations Center (TOC), a back office system (BOS), and customer service centers (CSC), and has created many customer service walk-up centers. While Sanef's project history demonstrates our experience with the needs of LSIORB, our focus on satisfying our agency customers is even more important. In all these projects, Sanef established long-term trusting relationships, provided exactly what clients wanted, and delivered the project seamlessly.

Sanef's three project references included in 1.6 Relevant Experience demonstrate Sanef's readiness to deliver a world-class AET system. These include two bridges operated by the Rhode Island Turnpike and Bridge Authority (2012), the Port Mann-Highway 1 Bridge in Vancouver, Canada (since 2011), and the M50 highway around Dublin, Ireland (since 2007). These projects all include AET lane integration, customized implementation of Sanef's FastToll back office system, and development of a CSC and walk-in centers. In Vancouver and Ireland we also operate the systems.

The Sanef Team has a Thorough Knowledge and Understanding of the Project and recognizes that:

- The Joint Board, comprised of the Kentucky Transportation Cabinet (KYTC), INDOT, Indiana Finance Agency (IFA), and Kentucky Public Transportation Infrastructure Authority (KPTIA), is the lead agency responsible for completing the LSIORB Project.
- The LSIORB Project is the result of several years of planning, financial evaluation and other preparatory work. It includes construction of two new bridges and reconstructing the existing Kennedy Bridge to create additional capacity, increase the efficiency and reliability of travel, make performance and safety enhancements, and promote economic growth.
- Building the new bridge into Louisville & rehabilitation of the Kennedy Bridge will be done by Kentucky via design-build contract with Walsh Construction; Building the East End Crossing will be done by Indiana via a Public Private Partnership with WVB East End Partners.
- All 3 bridges will be tolled under a single all electronic toll (AET) collection system and that all tolls collected will be split 50/50 between Kentucky and Indiana.

- Coordination between the Sanef Team and the design/build and PPP civil contractors on the bridges will be critical to project success. Providing effective and safe maintenance of traffic during construction (including emergency response) is also critical to success.

Sanef is already actively engaged, building partnerships and strong local knowledge of the Southern Indiana-Louisville Ohio River region. One of Sanef's partners includes Arrow Electric, a well-respected local electrical contractor based in Louisville, Kentucky. Sanef is actively recruiting several other local and well-known contractors to help implement this project. Sanef further understands that to realize the economic and mobility goals of this project, it should be completed quickly and flawlessly. Sanef also realizes that tolling, will be a new concept for most customers in the region, and based on our experience in introducing the benefits of AET to customers unfamiliar with tolling we are ready to help communicate, publicize and educate the public about the new all-electronic tolling facilities and customer account opportunities.

Sanef Operations America Inc. is well prepared to meet the challenges of this Project:

- The infrastructure of the Ohio River Bridges project is both greenfield and brownfield, yet AET tolling is new to all the facilities. Sanef has deep experience with both greenfield tolling (Vancouver's Port Mann bridge) and brownfield tolling (Rhode Island's Newport Pell bridge).
- The LSIORB project will use an off-the-shelf system to provide seamless functionality at excellent value. Sanef's FastFlow gantry and FastToll back office system are deployed in these and many other sites around the world. Sanef's customer-oriented experts are ready to work with the IFA to quickly design, develop, and test a version of this system customized for LSIORB.
- This project will employ E-ZPass, 18000-6C tags, and high-quality video-capture systems. Sanef is experienced integrating E-ZPass in Rhode Island and other US projects. It has successfully integrated 18000-6C in Vancouver and provided world-class video capture with these systems.
- The Project will promote local and national interoperability. Sanef is lead developer on the ATI interoperability HUB. The HUB is not part of this project, but provides an option for future interoperability. Sanef supports interoperability in Ireland, Vancouver, and elsewhere.
- The Project must support efficient AET revenue collection operations with traceability and accountability of all ETC & video-capture transactions. Sanef provides detailed records with perfect transaction traceability in the projects highlighted here, with AET for M50 & Port Mann.
- As tolling contractor, Sanef Operations America Inc. must coordinate with 3 other contractors, and deliver many elements (integration, TOC, BOS, CSC). Sanef has delivered many different services in parallel before and is well-experienced to do so for this Project.

Sanef is Well Qualified to Deliver and Operate the Ohio River Bridges Tolling System

Sanef has extensive experience in AET integration, development and operation of back office systems and customer service centers, and includes the long-term US experience of Sanef ITS Technologies America, and its responsive customer-centric focus. This combined experience and qualifications will allow Sanef to deliver world-class customer service to residents of Kentucky and Indiana and to the authorities. During the implementation phase, Sanef will work with the agency to customize their tolling solution and ensure all system facets meet client requirements. Before and during Operations, Sanef will deliver community outreach, marketing and communications services to the residents of Indiana and Kentucky that will make them pleased to take advantage of their new mobility options. During ongoing operations, Sanef will deliver consistent traceability of transactions and support interoperability agreements that the agency chooses to pursue.

CONFIDENTIAL CONTENTS INDEX PAGE

The Proposer **Sanef Operations America Inc.** sets forth a list to execute specific items that we deem trade secret, sensitive or as confidential information within the SOQ to be protected by the Indiana Public Records Act, Indiana Code 5-14-3 and relevant provisions of Indiana Code 8-15.5 (collectively, the “Public Records Act”)

[redacted]

1.1 Proposer

The Proposer is **Sanef Operations America Inc.**

Sanef Operations America Inc. is a company incorporated under the law of the State of Delaware, USA having as registered office:

National Corporate Research, Ltd
615 South DuPont Highway
Dover, Delaware 19901, USA

The business office, where the majority of work will be performed, is:

95 Sea View Boulevard, Suite 203
Port Washington, New York 11050, USA

The point of contact is:

Ms Laurie Baird
Secretary of Sanef Operations America Inc.
95 Sea View Boulevard, Suite 203,
Port Washington, New York 11050, USA
Telephone: (516) 592-6113
Fax: (516) 484-5161
E-mail: Laurie.Baird@Sanef-its-america.com

1.2 Equity Members

The proposer, **Sanef Operations America Inc.** has one 100% equity owner, **Sanef ITS Technologies SAS,** a limited liability corporation incorporated in Le Plessis Robinson, France near Paris. Sanef ITS Technologies SAS itself a 100% subsidiary of Sanef S.A, the parent company of the Sanef group.

Sanef ITS Technologies SAS is a global leader in the design and integration of tolling solutions. Their experienced workforce of 220 professionals is located at facilities in seven countries: the United States, France, Canada, United Kingdom, Croatia, Puerto Rico and Chile. Sanef ITS technologies SAS has been providing tolling systems for over 50 years and on 5 continents.

The role that Sanef ITS Technologies SAS will play is to provide expertise in operations and supplementary staffing of Sanef Operations America Inc. as needed.

1.3 Major Subcontractors

The Proposer, **Sanef Operations America Inc.** has identified one major subcontractor, **Sanef ITS Technologies America Inc.** incorporated in Delaware but headquartered in Port Washington, New York, on Long Island. **Sanef ITS Technologies America Inc.** is itself a 100% subsidiary **of Sanef ITS Technologies SAS**, incorporated in Le Plessis Robinson, France, near Paris.

Sanef ITS Technologies America Inc. has areas of expertise in roadside integration; developing tolling operations centers, back office systems and customer service centers. Their experience with open standards (ISO), interface development and worldwide best practices in customer relationship management is applied to the features of our back office CRM application.

Over the decades **Sanef ITS Technologies America Inc.** has delivered in the Americas alone dozens of projects and complete systems. Below is a sample of some of these.

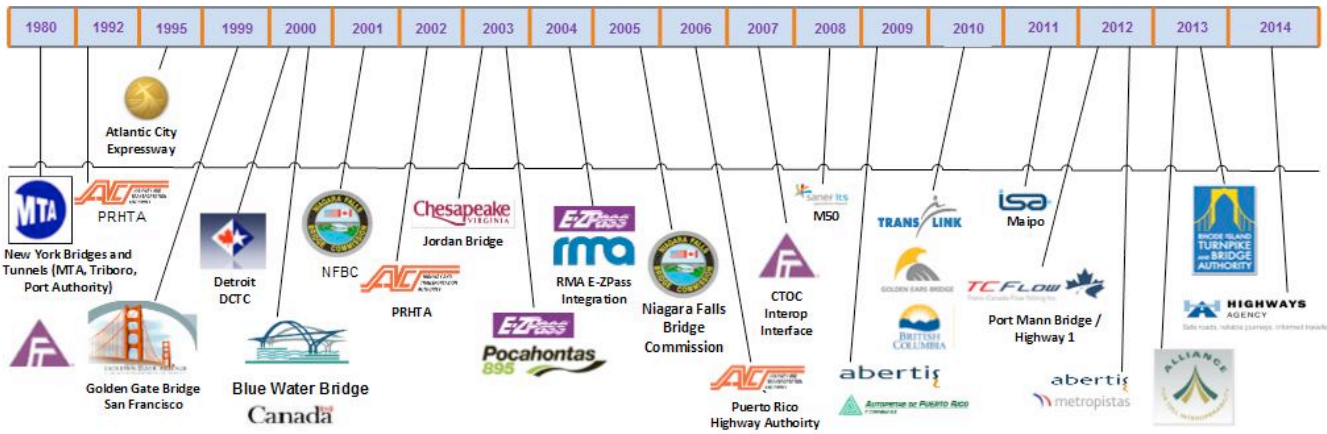


Figure 1. Sanef ITS Technologies America Inc. Project History

The Role that Sanef ITS Technologies America Inc. will play is to integrate the roadside hardware, developing the Toll Operations Center, the BOS System, and the CSC Operations.

1.4 Management Structure

For the purpose of the Indiana Finance Authority acting on behalf of the Louisville-Southern Indiana Ohio River Bridges Project to Provide, Operate, Manage and Maintain a Toll Collection System and Provide Back Office Toll Collection and Customer Services for this RFQ Selection Process for a Toll System Provider, **Sanef ITS Technologies SAS** have established a newly formed entity **Sanef Operations America Inc.**

Per the RFQ definitions, the Proposer **Sanef Operations America Inc.** is a 100% fully owned subsidiary of **Sanef ITS Technologies SAS**; therefore the Proposer has no other Equity Members and will not form part of a consortium, partnership or any other form of joint venture. **Sanef Operations America Inc.** will establish a teaming agreement with the selected Major Subcontractor **Sanef ITS Technologies America Inc.** and other subcontractors to be determined once more information becomes available during the RFP, to carry out and perform various scopes of work and services.

We intend, if pre-qualified and declared the Preferred Proposer at the Request for Proposal (RFP), to use **Sanef Operations America Inc.** to execute the Toll Service Provider Agreement. We expect, therefore, the Tolling Service Provider Agreement to be signed between the Indiana Finance Authority acting on behalf of the Louisville-Southern Indian Ohio River Bridges Project Joint Board and **Sanef Operations America Inc**.

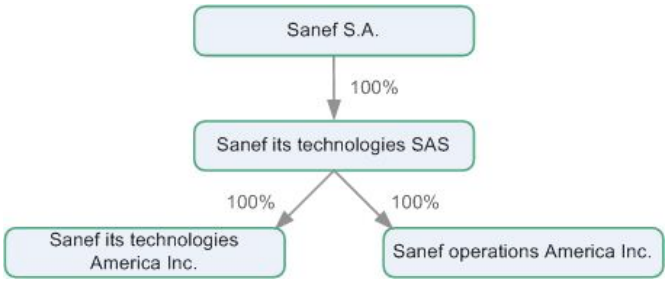


Figure 2. Sanef Org Structure

MAJOR SUBCONTRACTORS / SUBCONTRACTORS

As is standard practice within Sanef, we intend to use specialized local subcontractors to complement our core expertise in interoperable electronic tolling operations, thereby optimizing the efficiency and effectiveness of the overall team. For the selection of the right subcontractors, we will make use of our experience and expertise in the field of electronic tolling, the region, and our existing relationships with leading local companies, including DBE firms. Our primary objective and selection criterion is service quality.

Table 1 shows a partial list of subcontractors under selection process

Table 1 – Subcontractors under selection process

Scope of Services	Supplier / Subcontractor
(a) Roadside ETCS	Arrow Electric Inc.
(b) Toll Operations Center	Sanef operations America Inc.
(c) Back Office System (BOS)	Sanef its technologies America Inc.
(d) Customer Service Center (CSC)	Sanef operations America Inc.
(e) Customer Service Walk-Up Centers	Sanef operations America Inc.

ROLES, RESPONSIBILITIES AND PREVIOUS EXPERIENCE

Sanef Operations America Inc. will be responsible for and provide all commercial operations, customer care and operational skills required to operate and fulfill the Toll Service Agreement. To support this commitment, **Sanef ITS Technologies America Inc.** located in New York, will deliver a proven state-of-the-art off-the-shelf Back Office System (BOS), which has been deployed throughout North America and the world, while our Parent Company **Sanef S.A.** bringing not only financial strength but a wealth of knowledge, resources to support the project experienced in all aspects of multi-lane free flow electronic toll collection systems and operations throughout the world.

Sanef companies have extensive international project management expertise in the field of electronic toll collection systems, offering fully integrated **"off-the-shelf"** turnkey solutions from system design, build, integration and operation. Our companies work hand-in-hand, working together, in a consortium or joint venture and with other parties (e.g. third party contractors) in delivering complex toll solutions during both implementation and live operational environments with a dynamic and flexible approach in meeting individual project and customer needs.

Sanef Operations America Inc. a newly formed entity with a distinct identity, created by **Sanef ITS Technologies SAS**, with the express purpose of delivering a uniquely tailored solution of the highest quality for the Louisville-Southern Indiana Ohio River Bridges Project. Other Sanef companies will contribute knowledge and subject matter experts including:

- A selection of managers from Sanef companies
- A team of experts delegated from Sanef during pre-operations and early operations phases
- A technical assistance agreement with Sanef to consult on technical, operational, financial and audit matters
- Experienced North American tolling managers and professionals on all corporate levels
- Temporary staff during transitional peak work load (e.g. during the initial registration phase)

- A well-informed and highly qualified selection of local subcontractors and DBE firms

For day-to-day interaction with third parties (including subcontractors), we will assign contact partners in our organization. Our Finance & Legal Department will oversee all contracts from a legal and commercial perspective (with final validation by the CEO).

GOVERNANCE

It is a common practice for **Sanef** and more widely in the road infrastructure and tolling business to set up a dedicated company for the implementation of a new project. Sanef companies have a successful track record creating the conditions for robust and successful governance via Special Purpose Vehicles (SPVs), ensuring a successful contract delivery and a proper treatment of all stakeholders (the Customer, the Shareholders, and the Louisville-Southern Indiana Ohio River Bridge users) rights, duties and interests.

The corporate governance of **Sanef Operations America Inc.** will be managed through **Sanef ITS Technologies SAS** and **Sanef S.A.**

The Chief Executive Officer of **Sanef Operations America Inc.** will be assigned by the Board of Directors the power to:

- Run the day-to-day tolling operations together with its Directors and Managers;
- Serve as the responsible single point of contact for the Toll System Provider to the Indiana Finance Authority acting on behalf of the Joint Board under the Tolling Services Agreement;
- Act on behalf of the Tolling Operator with full authority for all purposes of the Tolling Operations Services, within the statutory powers as delegated by the Board of Directors.

1.5 Organizational Charts

OVERALL PROJECT ORGANIZATION

Below is a high-level organizational chart of the teaming arrangements and reporting structure for the proposed team. It illustrates the organizations that will participate in the Implementation of the Project but is subject to change. We will describe our Project organization in more detail during the Request for Proposal phase, including any changes in our Proposer structure. The dependencies between the various team members, third parties and subcontractors will be developed during the RFP phase when more information is available.

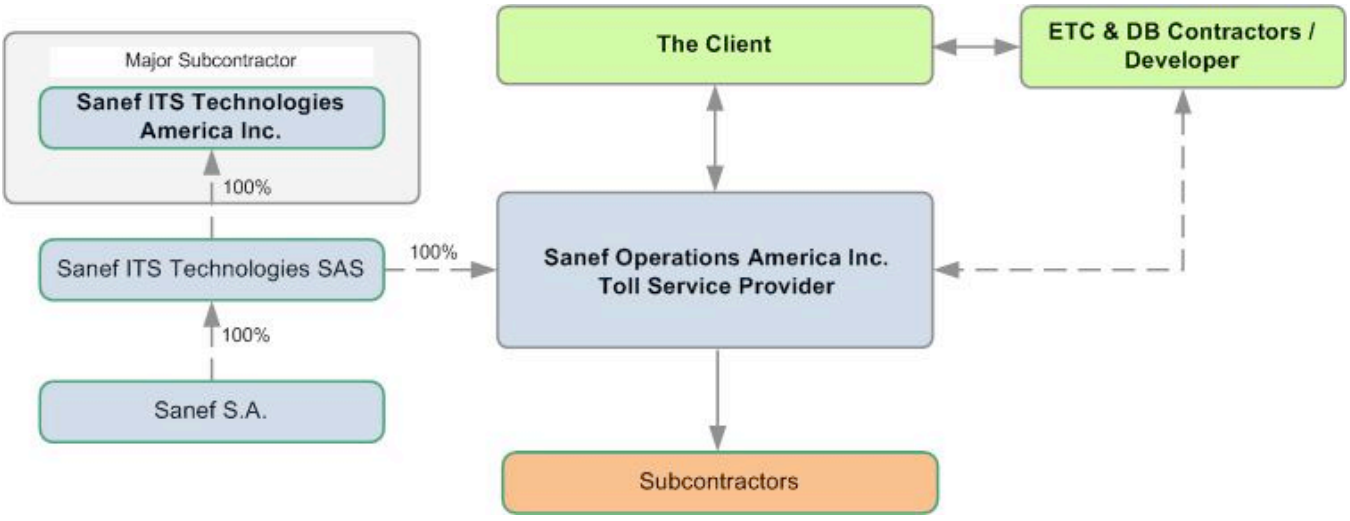


Figure 3: Sanef Operations America Inc. Proposer's Org Chart

ORGANIZATION STRUCTURE

During the Implementation phase of the Louisville-Southern Indiana Ohio River Bridges Project **Sanef Operations America Inc.** shall establish and operate a Service Delivery organization with the capability to successfully:

- Provide, Operate, Manage and Maintain a Toll Collection System and Provide Back Office Toll Collection and Customer Services for the Louisville-Southern Indiana Ohio River Bridges Project in accordance with the Toll Service Provider Agreement, the Enforcement Regulations and to implement all necessary processes to be defined.
- Ensure that Users are charged in accordance with the Charging Scheme Order and those Users that are not compliant are enforced against in accordance with the Enforcement Regulations
- Develop and document service processes to deliver the Service
- Govern the delivery organization ensuring robust reporting and control
- Specifically select, contract with and manage best-in-field Subcontractors to deliver the Services
- Manage the day to day service and operations
- Develop a robust resourcing model to recruit, train, motivate and manage a flexible and adaptable workforce to ensure the delivery of the service
- Liaise with the Customer's governance structures and other relevant stakeholders
- Provide people, equipment, systems, offices and building locations with suitable operational capacity, security and Service Continuity arrangements.
- Ensure a correct Service Delivery before and after Operational Service Commencement (Go-Live)

Sanef Operations America Inc. as the proposer and **Sanef ITS Technologies America Inc**., as a Major Subcontractor will provide a dedicated team as illustrated in the following figure, comprising a Senior Management team (experienced in the technical and operations implementation of Free Flow Charging schemes around the world) and additional staff specifically recruited and trained to deliver the Louisville-Southern Indiana Ohio River Bridges Project.

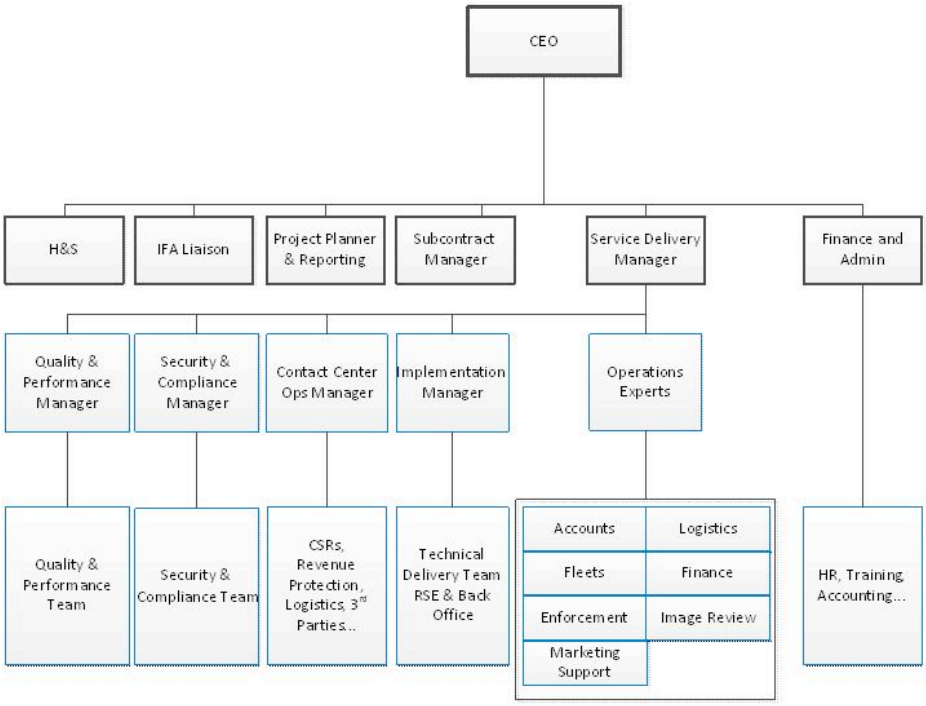


Figure 4: Sanef Operations America Inc. Org Chart

1.6 Project Descriptions

PROJECT DESCRIPTION 1: PORTMANN BRIDGE / HIGHWAY 1

TReO Easy, Electronic, Efficient **PortMann Bridge / Highway 1**	
Client	Transportation Investment Corporation, [redacted]
Operations:	***Location:*** PortMann Bridge, spans the Fraser River, connecting Coquitlam to Surrey in British Columbia near Vancouver. ***Volume:*** [redacted] ***Revenue:*** [redacted]
Sanef its technologies role:	• [redacted] • [redacted] • [redacted] • [redacted]
Project Scope and Dates:	**Scope:** [redacted]

INTRODUCTION

Sanef [redacted] was contracted by the British Columbia government by their Transportation Investment Corporation (TI Corp) in 2011 to provide end-to-end services for tolling operations of the new Port Mann Bridge over the Fraser River. [redacted] It replaces an existing bridge and will meet predicted future traffic flow levels associated with a growing local population. [redacted] The system includes front and back Automatic License Plate Recognition with high performance even in poor weather conditions, loops, multi-protocol transponder technology and equipment for vehicle detection and classification.

Sanef was also separately awarded a contract for the customer service center operations by TI Corp. This contract includes distribution of tags to customers, manual image review processing, toll billing and financial reconciliation, enforcement and recovery of unpaid tolls including violations, customer account management, marketing, communications support and all customer services. The bridge and the Toll System successfully opened to traffic in December 2012 as planned by TI Corp.

The Port Mann AET system covers 10 lanes of traffic (and 6 fully equipped shoulders) with [redacted] However, it is designed for 12 AET lanes (and

8 shoulders), allowing rapid expansion. The back office system – Sanef's FastToll ERP™, includes a customer website, walk-in centers, phone communications and subsystems for customer relationship management (CRM), transaction and financial processing that forms the core of the AET solution. [redacted] Sanef employed these marketing channels to maximize the number of users who pre-registered and received accounts to reduce opening day volume impact.

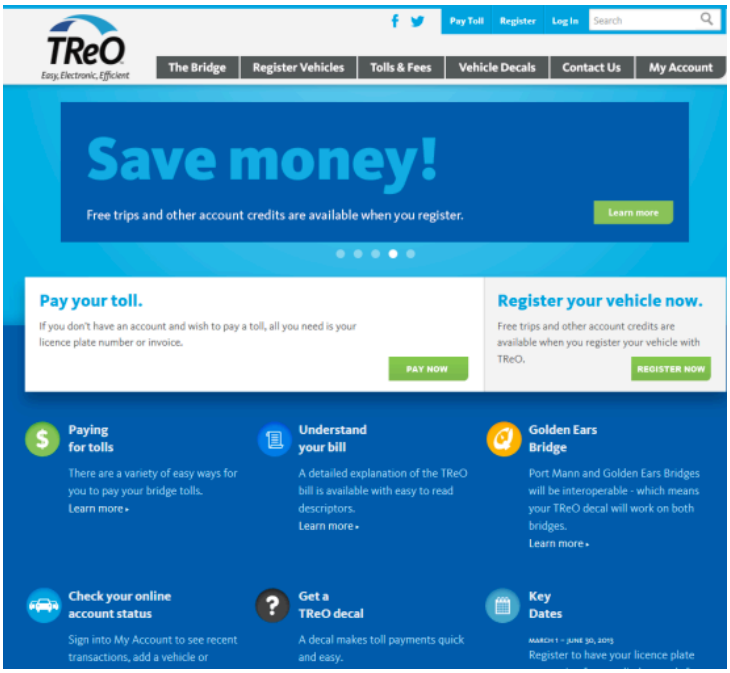
PROJECT RELEVANCE TO THE LOUISVILLE- SOUTHERN INDIANA OHIO RIVER BRIDGES PROJECT

Similar to the Louisville-Southern Indiana Ohio River project, Port Mann was newly constructed and required clear, ongoing communications with the bridge construction contractor and the general public. Sanef maintained excellent relations with the bridge construction constructor and modified the toll system delivery schedule according to changes made in the construction schedule.

Also similar to the LSIORB project, Sanef performed marketing and public outreach information efforts before the bridge opened to explain all-electronic tolling, the account system, and enforcement procedures. Sanef customer service operations [redacted]

MAJOR FEATURES

MULTIPLE CHANNELS



The public website using the FastToll ERP™ back office API allows customers to self-serve using technology ranging from a desktop computer, to a tablet or smartphone. The web application enables new account registration; changes to registration type and payment method; vehicle maintenance; statement viewing; tag management; viewing of transactions; complaint/dispute submission; and contact management. The website also provides terms and conditions, privacy policy, tolls and fees, key dates, exemptions and FAQs. A website content management system provides the ability for non-technical users to edit and publish content.

Payment is made via the website, IVR or Pay by Phone. With Pay by Phone users have the advantage of being able to pay for both parking and tolls from a single secure account.

The Customer Service channels are all provided by FastToll ERP™. Customer Service Representatives use the TollCRM™ application to handle customer calls and walk-ins. This application has all features needed to operate the Contact Center and perform account management.

[redacted]

Sanef's solution has been tailored to meet client and legislative requirements. It is based on vehicle detection across 20 lanes, including the hard shoulders, from a single tolling point, on a sloping road 800m before the bridge and for [redacted] The Roadside Equipment has been chosen to provide full coverage under different weather conditions at Tolling points, e.g. mist (due to proximity of an estuary), heavy rain, snow, and low temperatures.

[redacted]

[redacted]

RESILIENCE

For **resilience**, there are [redacted] in our solution. There is redundancy within the overall solution, even at equipment level [redacted] ests were performed to show service continuity in case of main power failure. Local data storage is provided in case of connection failure between the tolling hardware and the BOS. Tests were performed to demonstrate service continuity in case of **communication interruption**. After reconnection the data stored in the roadside hardware was transferred successfully to the BOS. [redacted] to meet service level requirements.

The toll is applicable 24/7 at a fixed rate. The system has the capacity to apply different classification rates at different times of day, easily configurable by the end user. Due to a specific unusual incident on the bridge (not occurring at the Tolling point), at client request, operations were able to reverse tolls that had already been applied to transactions for a specified period.

FINANCIAL RECONCILIATION

[redacted]

At the [redacted] the [redacted] Due to the high number of credit card payments, several reconciliation processes were automated. Effective Team organization, optimized reconciliation processes, accurate job descriptions and highly skilled personnel allowed the finance team to reconcile many daily payment [redacted]

KEY CHALLENGES

BRIDGE CONSTRUCTION DELIVERY TIMEFRAME

The key to on-time delivery of the system **on December, 1st 2012** was strong project management and good communication channels with TI Corp and tolling customers, including meeting clear objectives for the customer experience and delivery milestones. Important aspects to this achievement were good communications via documented meetings; a waterfall approach to completing specifications; meeting customer special requirements with our "off the shelf" BOS product; clear Interface Control Documents (ICDs), detailed test plans, scripts and results analysis.

Our low-risk approach included having Sanef resources, local experts, and key subcontractors available to ensure resources available at the right time to reduce delays. Sanef identified and mitigated risks using a comprehensive risk register that was regularly reviewed. Sanef also used a step-by-step testing. We identified COTS elements that did not need full testing, and performed in-house testing in France and New York (with Canadian number plates). We worked with the Authority to get approval and documentation of key milestones, reduce the risk of changes, and gain local knowledge such as British Columbia Freedom of Information legal requirements.

MANAGEMENT

Operations projects such as Port Mann, which interface with many government agencies, require an enhanced level of management and a customer-centric approach. The success of the project was due to having all parties committed to meeting the milestones and quickly address issues.

For Port Mann, Sanef provided a **Project Initiation Document (PID)** that encompassed the various plans and protocols required by the Authority that was then used to allocate responsibilities within the project. As part of the weekly governance meetings, Sanef used the Implementation Plan to monitor progress. The plan was used as a baseline, once it was jointly agreed with the Authority.

Sanef also developed a set of different business objectives and business drivers at the critical implementation phases to [redacted] and service delivery according to KPIs by the implementation team. Sanef used a rigorous go-live and risk management approach to delivery schedule milestones. [redacted]

At each phase of the project, Sanef prepared and used a "go-live" checklist. These checklists provided an outline of the tasks to be achieved, including dependencies and collaboration with the client or other stakeholders (e.g. registration, start-up, in order to proceed to the next phase.) The checklists were based on Sanef's knowledge and experience gained on other tolling projects and tailored to Port Mann.

Our strategic management and customer-centric approach focused through the PRINCE methodology demonstrated our management of **risks and opportunities** as an integral part of Tolling operations. Sanef used a **Risk and Issue Register:** risks that were categorized and scored so that a mitigation or remedial action plan could be agreed, documented and monitored. The register recorded implementation risks and audit updates to the register and was reviewed during weekly meetings. 185 risks evolved positively due to successful mitigation strategies employed.

Change Management was carried out through a PCI Change Control Procedure based on the following key responsibilities: Change Requester, Change Manager, Change Control Board, and Change Implementer. The Change control procedure used was based on ITIL V3.

Methodologies, tools and standards - ITIL principles were applied to all aspects of PortMann project (e.g. change management, incident management, continual service improvement).

PROJECT DESCRIPTION 2: RHODE ISLAND TURNPIKE AND BRIDGE AUTHORITY (RITBA)

Rhode Island Turnpike and Bridge Authority (RITBA)	
Client	Rhode Island Turnpike and Bridge Authority (RITBA)
Operations:	***Location:*** Newport Pell Bridge connecting Jamestown and Newport, Rhode Island and Sakonnet River Bridge ***Volume:*** [redacted] ***Revenue:*** [redacted]
Sanef its technologies role:	• [redacted] • [redacted] • Added tolling capabilities to a second bridge within the Authority • Currently providing ongoing maintenance for all three efforts.
Project Scope and Dates:	**Scope:** [redacted] **Timeframe:** [redacted]

INTRODUCTION

In the fall of 2011 RITBA held a comprehensive public bid to implement Open Road Tolling (ORT) at the Newport Pell Bridge and began procuring a new Back Office System (BOS) and to commence All Electronic Tolling (AET) on the Sakonnet River Bridge. This multi-phase project [redacted] and the construction company building the new Sakonnet River Bridge.

The contract was awarded to Sanef ITS technologies to provide these services and technologies based on its value proposition, ability to meet the deadlines, project delivery experience and technical capacity. Sanef ITS technologies began working with stakeholders to ensure that the deadlines would be met and RITBA's needs would be addressed. The AET portion of the project needed to be finished before the high traffic due to the America's Cup Qualifying races in 2012.

The first phase of the contract was to convert existing manual cash and Electronic Toll Collection (ETC) Lanes at the Newport Pell Bridge to AET Lanes. This was to be completed without any interruption that would affect the cash and E-ZPass toll collection in the remaining manual lanes. The new system would communicate with the cash collection equipment provided by the previous integrator and also generate traffic, revenue, and E-ZPass reports. [redacted]

The second phase was the back office portion of the contract. RITBA decided to move away from their previous back office operator and manage their own BOS & CSC. [redacted] Sanef provided a turnkey BOS/CSC and migrated the data, [redacted]

The third phase was the Sakonnet River Bridge portion. In August 2013, all-electronic tolling began on the new Sakonnet River Bridge with 2 lanes in each direction using cameras and E-ZPass tags.

Sanef's experience in working with bridge builders on the Port Mann and Golden Ears bridges in Vancouver provided the customer centric approach and know-how necessary to understand new green-field bridge construction project requirements and when Sanef would have access to begin installation of equipment. Sanef's experience in working with the E-ZPass Group/IAG in Virginia as well as the existing expertise in working with the E-ZPass Inter-Customer Service Center Interface File and Reporting Specifications brought the ability to guide RITBA through IAG CSC certification.

The Sanef ITS FastToll ERP™ [redacted] Sanef [redacted] The complete Sanef ITS [redacted] toll collection system made this multi-phase project a success for RITBA and its stakeholders.

PROJECT RELEVANCE TO THE LOUISVILLE- SOUTHERN INDIANA OHIO RIVER BRIDGES PROJECT

Similar to the Louisville-Southern Indiana Ohio River Bridges Project, the RITBA project involved a new greenfield bridge, which requires additional coordination with the construction contractor. Timing of installation activities, sharing of facilities are examples of tasks involved in this close coordination. An additional coordination activity was assisting the Authority to become a member of the E-ZPass Group. Our experience within the interoperability arena helped RITBA perform the needed tests and procedures implementation to be a full participating E-ZPass Group member.

The RITBA project had a very aggressive timeframe with hard deadlines that could not be broken. The ORT component of the system had to be implemented within the project timeframe to meet the demands of summer tourism traffic in Newport and its sailing events.

MAJOR FEATURES

VIDEO TOLLING CONVERSION AND ENFORCEMENT

The ability of the FastToll ERP BOS to allow for video accounts has facilitated the account conversion process. In previous implementations of the Sanef solution, video accounts are managed similar to transponders based accounts. Different toll rates and fees structures can be applied as well as promotions. Video is used, if for any reason, the transponder associated with the account cannot be read. The vehicle license plate is associated to the account and a pay by plate event is generated.

For vehicles that are identified by video and do not have an account associated with the license plate, a video payment process then begins. The unregistered user is given a grace period to go on to the RITBA website or contact the CSC and pay their toll. If, after the grace period, the unregistered user has not made a payment, then they are classified as a toll evader, fines and fees are then assessed, and the transaction is processed by a collection service company.

CUSTOMER SERVICE CENTER PERFORMANCE

The [redacted] and how to interpret the data presented in the Key Performance Indicator (KPI) reports provided by the FastToll ERP application, which help RITBA administrators measure staff performance, customer satisfaction, and manager effectiveness. Sanef takes its responsibility to support its clients seriously. Sanef operation's analysts periodically [redacted] to review and support their progress.

ROADSIDE FUNCTIONALITY

Sanef's FastFlow gantries have both charging and enforcement capability on all lanes and shoulders. This includes automatic detection of tags from vehicles equipped with a tags. For enforcement and video image capture, the system employs both front and rear License Plate Recognition (LPR) combined with Optical Character Recognition (OCR). Automatic account processing can occur, or facilitate an image review process. The ALPR sensors work in infrared so no extra illumination is needed. An independent inductive detector loop system confirms the tolls collected for audit purposes. Toll evaders are identified by video image capture of their license plate(s).

The ALPR process is hindered by vehicles having plates that are difficult or impossible to read (e.g. dirty, illegal formats, oversized frames, or extremely bad weather). Our solution includes two OCR algorithms to [redacted]

ROADSIDE AND SYSTEM MAINTENANCE

Sanef's FastFlow and FastToll ERP systems software and hardware are maintained in-house and [redacted] The Sanef system is self-monitoring and alerts the support staff of any failures or areas that need attention. A full maintenance-reporting suite including [redacted] of equipment status and maintenance.

KEY CHALLENGES

TRANSITION COORDINATION OF THE CUSTOMER SERVICE CENTER

[redacted]

As part of the agency's goals, RITBA wanted to ensure that their customers would have a seamless transition from the previous CSC [redacted] This required that Sanef work closely with the agency to review their Standard Operating Procedures (SOP) identify gaps and ensure that every element of the CSC was taken into account before the accounts would be migrated.

From a technical point a view, [redacted] The Sanef architecture is based on a modern Customer Relationship Management (CRM) type design where the account is at the core and business rules are on a different layer. This makes the system very flexible to grow into future services such as parking and transaction based payment methodologies. The previous system's data storage structure was different and required effort in the data migration to properly collect the account records and then populate the appropriate customer tables.

The FastToll ERP BOS was modified to meet the unique requirements of RITBA contract. Because of the combination of AET and ORT facilities, the business rules implemented by RITBA required that the BOS be able to handle both types of systems. During the development phase of the project FastToll ERP was implemented with ORT business rules that were in line with the operation of the

Newport Pell Bridge. Before the Sakonnet River Bridge was to go live, the business rules for AET had to be added. Both facilities have DSRC and cameras to identify vehicles, but at the ORT facility the cash option exists so users who use the ORT lanes without a tag or valid account are issued a fine. The AET Sakonnet River Bridge [redacted]. This situation with mixed business rules demonstrated the ability of FastToll ERP to add facilities with different business rules.

TECHNOLOGY: IMPLEMENTATION AND TEAM WORK TO MEET AGGRESSIVE PROJECT MILESTONES

In order to meet the deadlines for the ORT system at the Newport Pell Bridge, Sanef worked closely with the RITBA maintenance team and plaza operations staff. This close relationship facilitated the coordination needed to perform the demolition and civil work during off-peak hours and allowed the installation of new sensors also performed during off-peak hours. RITBA though under pressure to meet the Americas cup opening date, did not want to negatively impact the current facility users.

The BOS accounts and historical transaction data migration from the previous CSC operator to RITBA required significant testing and comparison of records and account data to ensure that customer accounts accurately reflected both usage and balances. The accounts were migrated by first mapping the data and executing test reports, then both systems were synchronized and test reports were again generated. The next step was parallel operations, where reports and accounts were again validated with real time transactions. Once all parties were satisfied that the data was migrated, the connection to the old BOS was severed s. By the time the accounts were transitioned to the FastToll ERP BOS, the RITBA staff was fully trained and began managing their own customers.

The assessment of tolls on the Sakonnet River Bridge [redacted] for RITBA, but it was necessary to begin collecting toll revenues from the new Sakonnet River Bridge. AET was the only method that could be implemented in a cost effective manner from a capital and operational standpoint on the new bridge. Sanef ITS technologies coordinated with the builder of the new bridge to ensure that once the bridge was ready for traffic, the toll collection system would also be ready to begin generating toll revenue, permitting RITBA to fulfill their bond obligations.

ENSURING CUSTOMER PRIVACY AND DATA SECURITY

The FastToll ERP™ BOS ensures customer information is treated as sensitive and handled in accordance with PCI standards and accredited to ISO27001 Information Security policies that Sanef provided to RITBA [redacted] Sanef maintains and supports RITBA. The technology and operation is fully compliant with international physical data security standards, including:

- ISO27001 – all processes adhere to the requirements of ISO27001, ensuring the highest standards of process and system security, minimizing risk and ensuring security awareness
- PCI DSS – this ensures the protection of sensitive payment details. All systems and processes used for handling payments adhere to the PCI guidelines, including call recordings. We use DTMF technology to ensure that the highly sensitive CV2 number is not recorded on the call

MAINTAINING QUALITY CONTROL DURING AGGRESSIVE IMPLEMENTATION PERIODS

Sanef delivered all three project phases using quality management systems (QMS) specifically tailored for each of phase. The maintenance and support portions of the contract, which are currently being provided by Sanef, are also controlled using our QMS. Sanef ITS technologies' QMS is based on ISO 9001:2000 and is focused on building quality into all products and services, as well as dealing with non-conformances and changes.

PROJECT DESCRIPTION 3: MOTORWAY 50

Motorway 50 (M50)

Client	National Roads Authority, Ireland BET'EIRE FLOW
Operations:	*Location*: Dublin, Ireland *Scope:* AET Tolling system: • 2x 4-lane AET tolling gantries and TOC. • [redacted] • BOS, CSC, operations.
Sanef its technologies role:	Design, manufacture, installation, commissioning and ongoing maintenance of the nonstop, 2x4 lanes ORT, open architecture, automatic toll roadside integration, TOC, BOS, [redacted]
Project Scope and Dates:	[redacted] **Timeframe:** [redacted]

INTRODUCTION

The Motorway 50 (M50) Dublin beltway in Ireland originally used manual toll collection methods. The success of the M50 generated extremely high traffic volumes with consequent congestion at the toll plaza. The National Roads Authority (NRA) committed to converting the gated tolling operations to All-Electronic Tolling (AET) to solve the congestion problem. The M50 was to be the first AET tolling system in Western Europe. [redacted]

Sanef delivered the M50 toll system and its operational services on the deadline promised by the NRA and their Minister. [redacted] Sanef coordinated with the previous tolling operator and the demolition contractor to reduce the impact of the conversion to users of the M50 and NRA staff.

AET tolling was a new concept for stakeholders including Ministers, government departments and key stakeholders such as taxi companies, haulers and hire fleets and, most importantly, the public. Initial communications were driven by the NRA's marketing plan before go-live. Sanef assisted the NRA with the press campaign, radio broadcasts, TV information and leafleting. Sanef also assisted in stakeholders outreach and kept them informed through workshops, meetings and leaflets.

Sanef has been operating the M50 for over 5 years and has [redacted]
Sanef supports the management [redacted]. This AET system uses gantry based cameras for enforcement and Optical Character Recognition (OCR) for video tolling and enforcement, Discrete Short Range Communications (DSRC) tags, prepaid and postpaid accounts. The M50 is also fully interoperable with other toll roads in Ireland, detects and enforces foreign vehicles and has a strong customer service brand.

Sanef successfully operates AET on the M50 with a variety of payment channels, account types and programs, customer services, marketing programs, and enforcement processes. The service has been extremely successful with a seamless transition to AET, reducing travel times by up to 45 minutes and improving customer service and satisfaction without revenue loss.

PROJECT RELEVANCE TO THE LOUISVILLE-SOUTHERN INDIANA OHIO RIVER BRIDGES PROJECT

The M50 project involved the delivery of a complete turnkey AET system (roadside integration, TOC, BOS, CSC, and CSC operations) much like the LSIORB Project. Similarly, the M50 project involved Sanef providing full operations of the CSC, entering into a long-term relationship both with the Client (the NRA) and the customers (the toll-paying public). Furthermore, the M50 project involved introducing the concept of AET to the public and stakeholders, getting as many drivers as possible to register for accounts to maximizing tolling revenue. Another parallel to the LSIORB Project is that the M50 project was vital to improving mobility and enhancing economic performance of the region by eliminating major traffic backups due to outdated infrastructure.

MAJOR FEATURES

CUSTOMER SERVICE

To provide excellent service to customers, Sanef used its customer-centric approach and worked with the NRA to design effective operating procedures. Over the initial three months after "go live," Sanef continuously improved service and training, resulting in over 100 procedure enhancements.

Our dedicated resource planning function forecasts the anticipated volumes across the operation in the short-, medium-, and long-term. This enables planning for the required staffing. Sanef staffed the operation to manage projected call volumes, and through system improvements, [redacted]

Sanef effectively staffed this turnkey operation during the ramp-up of the M50, [redacted] The FTE training program [redacted]

The M50 Customer Service Center premises are managed in line with ISO27001 security standards and accredited to that standard. In February 2010 Sanef's M50 operation was successfully certified to ISO9001 for AET toll operations. Our most recent audit was carried out in January 2013 and received feedback from the auditors that there is a "Strong Risk Based Approach to managing the business"; "Excellent CRM system for the monitoring of transactions & customer contact history".

Our Customer Service Center team achieved numerous awards including: CCMA Outsource Partner of the Year award in 2009 and 2012; Taoiseach's Public Service Excellence Award in 2012; and 2 Gold, 2 Silver and 1 Bronze at the 2011 Contact Center World Awards. In 2011 we won Gold medals

in European agent and Team leader categories at the European Contact Center World awards. In 2012 we won 'Excellence in Public Service Award' & 'Best Outsource Partnership' at CCMA awards.

The entire service has been designed against continuous availability requirements of 99%, which has always been met. Sanef has achieved greater than 90% user satisfaction since 2009, receiving 96% throughout 2012, peaking at 100% in August. Sanef's social media customer sentiment in Q4 of 2012 was 75% positive and 21% neutral. Sanef achieved First Contact Resolution of 86% since 2012.

ACCOUNT REGISTRATION, REVENUE RECOVERY, AND ENFORCEMENT

Sanef has a proactive approach to increasing account registration and protecting revenue. The first step was improving customer service and [redacted]. Sanef drove the shift to Internet accounts by discounts and marketing, reducing call volumes from [redacted] Automated payment through IVR was provided. Process streamlining reduced post-call follow-up [redacted] Sanef created a Customer Resolver Team to assist customers in debt. This team resolved issues, [redacted] and collected [redacted] More registered customers improved our toll collection rate and reduced postage costs and call center costs.

Sanef improved revenue recovery. Over the last 3 years, the number of violation notices was reduced by [redacted]. "Not my license plate" disputes were reduced by 1/3.

The entire enforcement process was amended to be more efficient. 75% fewer violation notices are sent but revenues have been maintained. The resolver team assisted to prevent lost customers with a 94% resolution rate. A total of 14 new manual processes were implemented to tackle registered debt. These resulted in total collections of 99.3% of post-paid registered debt, up from 96.5%.

Through Sanef's continuous improvement program, [redacted] This efficiency increase gave the NRA [redacted]

Currently there is a return [redacted] this has increased from a return [redacted] there was a forecast surplus [redacted]

CSC FINANCIAL SYSTEM

Sanef uses three independent financial systems, TollCRM, [redacted] for reporting and processing financial data to provide traceability, layered authorization levels, and security.

TollCRM provides an automated audit trail meaning any action by any person is tracked. All customer accounts include a financial screen on which any action with a financial impact is recorded, including the identity of who performed the action. [redacted] TollCRM is locked down for security—it is not possible to manipulate financial data. This ensures all reports from TollCRM reflect transactions that actually took place.

[redacted] Sanef's financial accounting system used for Financial Statements of the tolling operation for the NRA. On period close, the financial activity from TollCRM is migrated to [redacted] for production of Financial Statements in compliance with generally accepted accounting principles. [redacted] is a reputable, low-maintenance, user-friendly system that provides an audit trail and output reports.

[redacted] is a transaction reconciliation package used to assist in the bank/cash reconciliation process for organizations with large volumes of receipts. [redacted] is used to verify the activity of TollCRM, which in turn aids the Bank Reconciliation for the Financial Statements. [redacted] is able to verify large volumes of transactions in an auditable, transparent way.

TECHNOLOGY: IMPLEMENTATION AND TEAM WORK

The keys to structured IT project delivery were minimizing risk of delivery, using off the shelf proven products and equipment, and minimizing change. Aspects of this were documenting all the various interfaces and understanding client data security concerns. Critical path analysis, strong communication, and a shared vision meant all the suppliers worked as one team for IT delivery.

CUSTOMER PRIVACY AND DATA SECURITY

AET tolling was a new concept to Ireland in 2007 and involves collection and processing sensitive customer data, so Sanef spoke to the Office of the Data Protection Commissioner (ODPC) to ensure we met data protection laws. ODPC audited Sanef and confirmed that it met all legal requirements.

Sanef's evidential strategy creates an Evidence Pack transferred securely to our enforcement provider. To date it has issued 29,668 summonses and there has never been an information security issue. The M50 service was accredited to ISO27001 in June 2012 and has been fully PCI Compliant since April 2010. Quarterly vulnerability scans of our website are done by a PCI Approved Vendor.

Sanef's CSC staff are background-checked prior to employment. Premises security is monitored and controlled to ISO27001. All customer information is treated as sensitive, in accordance with PCI, and treated in a way accredited to ISO27001. There have been no reported security incidents.

ROADSIDE FUNCTIONALITY

Sanef's AET gantries have both charging and enforcement capability across all lanes and shoulders, including automatic detection of DSRC tags from any Irish operator. We have front plate capture using License Plate Recognition (LPR) for casual users including foreign plates, and laser curtains for vehicle classification and triggering LPR. The LPR sensors work in infrared so no extra illumination is needed. An independent inductive detector loop system confirms tolls collected for audit purposes.

The AET system technology was supplied by Sanef ITS technologies and the equipment such as DSRC readers, lasers and LPR cameras came from proven and experienced suppliers. DSRC readers are also Sanef's own product. [redacted]

A key activity for Sanef is the reading of vehicle plate numbers for charging tolls, when the vehicle does not have a toll tag. This process is hindered by vehicles with plates that are difficult or impossible to read (e.g., dirty, illegal formats, oversized frames and extremely bad weather). Our solution includes multiple OCR algorithms to reduce misreads, improve accuracy, and reduce cost.

ROADSIDE MAINTENANCE

Sanef maintain and support our systems actively, both at the roadside and in the back office. Key aspects of this are use of accessible gantries to allow maintenance over live traffic and an application that monitors faults and availability. Sanef has a full business continuity system / disaster recovery site and [redacted]

QUALITY CONTROL

Sanef delivered both the design/build phase and operations/maintenance using quality management systems (QMS). These QMS are based on ISO 9001:2000.

FORM B
PROJECTS & CLIENTS LIST

Use the format below to provide a projects and clients list for all tolling industry projects awarded during the period 2002-2013. These are all meant to be single line answers. Do NOT expand. Also, please indicate what type of project your firm was awarded using the terminology of BOS for indication that your firm provided a BOS to the project; Roadside for indication your firm provided installation of roadside equipment, CSC for indication that your firm provided installation and operations of a customer service center; Ops for indication that your firm provided operations of the toll operations center, O&M for indication your firm provided operation and maintenance services; and Equipment Only for indication that your firm provided equipment to the project such as transponders, readers, antennas, etc.

Project 1	
Project Name	**PortMann Bridge**, Vancouver, British Columbia, Canada
Project Description	All Electronic Toll System, Back Office System & Operations
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside, CSC, Ops, O&M,
Client Name	**Transportation Investment Corporation** – Vancouver, BC
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 2	
Project Name	**Dartford Crossing Free-Flow Charging**
Project Description	Full AET integration, equipment, and services for busy bridge.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Turnkey solution – BOS, Roadside CSC, Ops, O&M
Client Name	Highways Agency
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]

Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 3	
Project Name	**Oregon Road Usage Charging Pilot Program (PA#30278)**
Project Description	Pilot of mileage-based road tax collection system
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, CSC, Ops
Client Name	**Oregon Department of Transportation**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 4	
Project Name	**RMA Toll System Upgrade and Maintenance**
Project Description	Tolling Software, Hardware, and Maintenance in Richmond, VA.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, BOS, CSC, O&M
Client Name	**Richmond Metropolitan Authority (RMA)**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 5	**South Bay Expressway**
Project Name	Fixed Operating Equipment (FOE) for the SR125 South Toll Road

Project Description	New 50-lane ORT System with BOS, CSC, and Violations Proc.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, BOS, CSC, O&M
Client Name	California Transportation Ventures
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 6	
Project Name	**Detroit and Canada Tunnel Corporation Toll Collection System Upgrade**
Project Description	System upgrade incl. manual/coin lanes, new plaza/host servers.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, O&M, BOS
Client Name	**Detroit & Canada Tunnel Corporation, Detroit Michigan**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 7	
Project Name	**Golden Gate Bridge Toll System**
Project Description	Complete system upgrade: ETC integration, manual, video, CSC.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, BOS, CSC, O&M
Client Name	**Golden Gate Bridge Highway and Transportation District**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]

Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 8	
Project Name	**Rhode Island Turnpike and Bridge Authority (RITBA) Back Office Services**
Project Description	E-ZPass BOS, CSC, ORT/AET for 2 bridges.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, BOS, CSC, Roadside, O&M
Client Name	**Rhode Island Turnpike and Bridge Authority**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 9	
Project Name	**Pocahontas 895 – Toll Collection system and Maintenance**
Project Description	New 12-lane ETC system with TOC, Video, and Access Control.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, O&M, Equipment
Client Name	**TransUrban**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]

In no, explain briefly	

Project 10	
Project Name	**M50 Dublin Ring Road AET system including Maintenance**
Project Description	Design, build, integrate, operate, and maintain AET system.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, BOS, O&M, CSC, Ops, Equipment
Client Name	National Road Authority, Republic of Ireland
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 11	
Project Name	**Golden Ears Bridge, Vancouver, British Columbia, Canada**
Project Description	All Electronic Tolling System including Maintenance
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, BOS, O&M, Equipment
Client Name	**Translink – Vancouver, BC**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 12	
Project Name	**AUTOPISTAS of Puerto Rico**
Project Description	[redacted]
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	[redacted]

Client Name	**Abertis**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 13	
Project Name	**ETC for Ruta Del MAIPO**
Project Description	FastToll ERP Back Office system including Maintenance
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, BOS, CSC, O&M, Equipment
Client Name	**MAIPO – Santiago , Chile**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 14	
Project Name	**IMSP- Interoperability Management Service Provider**
Project Description	Ireland's National Interoperability (IOP) Hub including Operations
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, CSC, O&M
Client Name	**National Road Authority of Ireland**
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]

Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 15	
Project Name	**Alliance for Toll Interoperability (ATI)**
Project Description	US National Interoperability (IOP) Hub including Operations
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, CSC, Ops
Client Name	Alliance for Toll Interoperability (ATI)
Client Contact Person	[redacted]
Client Phone Number	[redacted]
Client Email Address	[redacted]
Award Date	[redacted]
Status of Project	[redacted]
Project Award Contract Value	[redacted]
Current Contract Value	[redacted]
Contracted Delivery Date	[redacted]
On Schedule (Yes or No)	[redacted]
In no, explain briefly	

Project 1			
Client/Operator Name	**Transportation Investment Corporation (TI-Corp)**		
Project Name	PortMann Highway, Vancouver, British Columbia, Canada		
Project Description	All Electronic Toll System - RSE, BOS, Ops & Maintenance		
Project Pricing/Budget	[redacted]		
Entity's Contract Value	[redacted]		
Client Contact Information			
Name of Client Contact	[redacted]		
Email	[redacted]		
Phone	[redacted]		
Number of Accounts			
Prepaid	[redacted]		
Post Paid	[redacted]		
Lanes			
Contract Value of Installed Equipment Lanes [redacted]		Number of Tolled Equipment Lanes	[redacted]
Contract Value of Roadside O&M	[redacted]	Number of Equipment Lanes Installed by Entity	[redacted]
Number of Lanes Operated and Maintained by your firm	[redacted]		
Equipment			
Contract Value of Equipment (if supplied by your firm)	N/A	Type	Protocol(s) if applicable
Transponder			[redacted]
Reader		[redacted]	[redacted]
Automatic Vehicle Classification System		[redacted]	
Camera		[redacted]	
Customer Service Center (CSC)		Value of Number	
Contract Value of CSC Startup		[redacted]	
Contract Value of CSC Annual Operations		[redacted]	
Number of CSRs (include supervisors) provided by entity		[redacted]	
Number of Image Reviewers provided by entity		[redacted]	
Total Number of Staff supplied by entity		[redacted]	
Back Office System		Yes/No	
Contract Value of BOS	[redacted]		
Integrate with 3rd Party System		[redacted]	
Integrate with your firms System		[redacted]	
Violations Processing	Value or Number	Yes/No	
Contract Value of Violations	[redacted]	[redacted]	

Processing		
# of Violations (front and rear image(s) considered as one		N/A
Integrated with entity's collection system? (Yes or No)		Yes

Project 2			
Client/Operator Name	**National Road Authority**		
Project Name	M50 Free Flow system		
Project Description	All Electronic Toll system, Back Office System & Operations		
Project Pricing/Budget	[redacted]		
Entity's Contract Value	[redacted]		
Client Contact Information			
Name of Client Contact	[redacted]		
Email	[redacted]		
Phone	[redacted]		
Number of Accounts			
Prepaid	[redacted]		
Post Paid	[redacted]		
Lanes			
Contract Value of Installed Equipment Lanes [redacted]		Number of Tolled Equipment Lanes	[redacted]
Contract Value of Roadside O&M	[redacted]	Number of Equipment Lanes Installed by Entity	[redacted]
Number of Lanes Operated and Maintained by your firm	[redacted]		
Equipment			
Contract Value of Equipment (if supplied by your firm)	[redacted]	Type	Protocol(s) if applicable
Transponder		[redacted]	[redacted]
Reader		[redacted]	[redacted]
Automatic Vehicle Classification System		[redacted]	
Camera		[redacted]	
Customer Service Center (CSC)		Value of Number	
Contract Value of CSC Startup		[redacted]	
Contract Value of CSC Annual Operations		[redacted]	
Number of CSRs (include supervisors) provided by entity		[redacted]	
Number of Image Reviewers provided by entity		[redacted]	
Total Number of Staff supplied by entity		[redacted]	
Back Office System		Yes/No	
Contract Value of BOS	[redacted]		
Integrate with 3rd Party System		[redacted]	
Integrate with your firms System		[redacted]	
Violations Processing	Value or Number	Yes/No	
Contract Value of Violations Processing	[redacted]		

# of Violations (front and rear image(s) considered as one	[redacted]	
Integrated with entity's collection system? (Yes or No)		[redacted]

Project 3			
Client/Operator Name	**Rhode Island Turnpike and Bridge Authority**		
Project Name	RITBA Back Office System and ORT/AET System		
Project Description	E-ZPass Back Office Customer Service Center, ORT system for the Newport Pell Bridge and AET system for the new Sakonnet River Bridge		
Project Pricing/Budget	[redacted]		
Entity's Contract Value	[redacted]		
Client Contact Information			
Name of Client Contact	[redacted]		
Email	[redacted]		
Phone	[redacted]		
Number of Accounts			
Prepaid	[redacted]		
Post Paid	[redacted]		
Lanes			
Contract Value of Installed Equipment Lanes		Number of Tolled Equipment Lanes	[redacted]
Contract Value of Roadside O&M	[redacted]	Number of Equipment Lanes Installed by Entity	[redacted]
Number of Lanes Operated and Maintained by your firm	[redacted]		
Equipment			
Contract Value of Equipment (if supplied by your firm)	N/A	Type	Protocol(s) if applicable
Transponder		[redacted]	[redacted]
Reader		[redacted]	[redacted]
Automatic Vehicle Classification System		[redacted]	[redacted]
Camera		[redacted]	[redacted]
Customer Service Center (CSC)		Value of Number	
Contract Value of CSC Startup		N/A	
Contract Value of CSC Annual Operations		N/A	
Number of CSRs (include supervisors) provided by entity		N/A	
Number of Image Reviewers provided by entity		N/A	
Total Number of Staff supplied by entity		N/A	
Back Office System		Yes/No	
Contract Value of BOS	[redacted]		
Integrate with 3rd Party System		[redacted]	
Integrate with your firms System		[redacted]	

Violations Processing	Value or Number	Yes/No
Contract Value of Violations Processing	[redacted]	[redacted]
# of Violations (front and rear image(s) considered as one	[redacted]	
Integrated with entity's collection system? (Yes or No)		[redacted]

1.7.1 Project Management

The complexity of the Louisville-Southern Indiana Ohio River Bridges Project requires a proactive yet flexible approach to project management from the Toll System Provider to continuously match work resources to project needs during implementation and operation. Sanef has a long and successful history of delivering similarly complex toll systems as an integrator and operator in North America and around the world. We understand the full range of risks, challenges, and responsibilities of complex toll system projects and we are well prepared to deal with them. We commit to deliver and operate a toll system that meets the highest standards of quality, accuracy and reliability.

In this section we first introduce our overall project management philosophy including our suite of project management tools. Our project management approach has been used to successfully deliver similar projects and refined over several decades. Next, we discuss our proposed methodology for management of the concurrent implementation and operation of the various aspects of the Toll Services, which is rooted, in our successful customer-centric approach. Finally, we describe how our philosophy, tools, and methodology address the unique challenges of the LSIORB.

OUR PROJECT MANAGEMENT PHILOSOPHY

The three pillars of our project management philosophy are clear, robust governance; proactive and thorough planning, which includes risk management; and, open, continuous communication with all stakeholders to create a true spirit of collaboration. We will establish the following at the outset:

- To support the **first pillar**, we will develop a project governance structure with clear roles, responsibilities, and lines of reporting. Key individuals including Sanef senior management will serve as a **Project Board** to meet to develop, implement, and manage:
    - **Program and project initiation** and review.
    - **Program Risk Assessment and mitigation strategies**.
    - **Project change management** – either in process, systems or people through various structures deployed as part of our service management approach based on ITIL (Information Technology Infrastructure Library) described below.
    - **Project milestones**, including testing against go-live checklists and to establish Registration Readiness and Tolling Readiness in partnership with the customer.
    - **Project Cost Accounting,** including cost-schedule review and cost to completion analysis to ensure rigorous accounting and reporting.
    - **Project Safety Review** including results of any accident investigations and reporting and health-safety measures to prevent injuries or loss of time.
    - **Project Staffing**, including any legally required roles:
        - In line with our project management approach, the Implementation Project Manager is responsible for monitoring progress.
    - **Subcontractor Management** through regular meetings to monitor sub-contractors using Project Board governance principles, focusing on the subcontractor's scope.
    - **Marketing and Project Outreach** including community outreach and communications to inform the Louisville-Southern Indianan Ohio River region of AET technology, its benefits and how to interact with the system.

- Our **second pillar**, proactive planning, preparation and risk management includes many elements, but is highlighted by the following four key project management documents:
    - **Project Charter:** This will be a high-level document officially agreed to at a joint event by senior representatives of all key stakeholders of the project typically displayed in a prominent position in their facilities, as a reminder of that to which the senior officer has committed their organization. This charter will empower and encourage staff to:
        - Work together to jointly achieve the overall aims of the Project—sustainability, equity and fairness, customer focus, and reputation;
        - Communicate with each other without silos of individual interest;
        - Raise any issues professionally and courteously through the appropriate management forum and channels defined in the document; and
        - Follow the jointly agreed governance and escalation process.
    - **Project Initiation Document (PID)** that will encompass the various Plans and Protocols required by the Client and allocate responsibilities.
    - **Project Baseline Plan:** The project plan, including a timeline with milestones, is a baseline when it is jointly agreed upon by the Client and other relevant stakeholders. Changes to the baseline milestones require approval by the Project Board and client.
    - **Risk and Issue Register:** Risks and issues will be categorized and scored, and based upon that, a mitigation/remedial action plan will be developed, and the risks monitored. The register will be revisited on a regular basis.

- The **third pillar** of our project management philosophy is open, continuous communication and collaboration. We will meet with the Client as frequently as desired, and we will be very prompt in our response to calls or e-mails. In addition, Senior Client Staff will be invited to attend Project Board Meetings. We will provide **Weekly Reports** as a key control mechanism throughout the implementation period. The weekly report will include the following:
    - Project Update by work stream (e.g. quality control, customer care).
    - Milestone comparison report, indicating any discrepancies between current planned/forecasted dates and baseline dates.
    - Open Risks and Issues, derived from the action plan for Risk and Issue Register.
    - Planned changes for review and subsequent approval.
    - Actions (enabling actions to be monitored).
    - Decisions documented from meetings during the reporting period.

PROJECT MANAGEMENT TOOLS

We have a formalized project management philosophy by using the following three tools:

1. **PRINCE—**A project governance and project control approach distilled from the PRINCE (PRojects IN Controlled Environments) project management framework. PRINCE is a process-based standard method for effective project and program management that is used extensively by both Government and Private Sector organizations around the world. Key features of PRINCE include an organizational structure for the project management team, emphasis on dividing the project into manageable and controllable stages, and flexibility. A key component of PRINCE is repeated review of the project risk register. We will also adopt the PRINCE governance structure and project initiation.

2. **Gantt Charts**—To support PRINCE project Management methods, Gantt Charts will be utilized for the duration of the project and updated according to implementation progress. All contract milestones are identified at the corresponding task.

3. **ITIL**—ITIL comprises a set of best practice for IT service management that focuses on aligning IT services with the needs of any business. ITIL underpins ISO/IEC 20000, the International Service Management Standard for IT service management and describes procedures, and checklists, to establish a level of competency. It enables establishment of a baseline from which we can plan, implement, and manage change. Though IT based, ITIL's principles apply to all service aspects of the LSIORB Project (e.g. change management, incident management, system maintenance, service improvement).

METHODOLOGY FOR IMPLEMENTATION AND OPERATIONS

System design, build and testing will follow the V model approach illustrated in the diagram below. This approach will be used for hardware, software, networking, IT integration, & testing. This approach will account for feasibility, costing, time, functional iteration, risk analysis and testing.

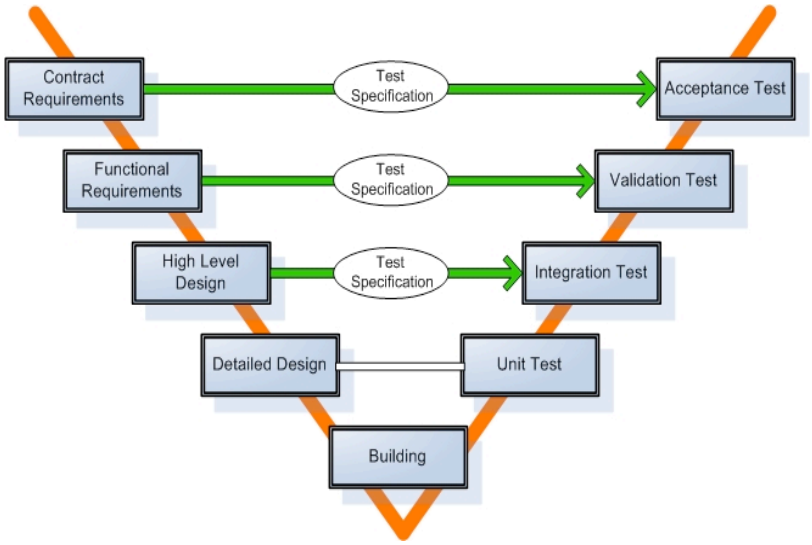


Figure 5 - V model for IT technology implementation

The left hand side of the V model illustrates the design process, where initial customer/contract requirements are developed into detailed designs for hardware specification, software development and customization of commercial "off the shelf" software.

The building box at the bottom of the V represents the construction, software coding and building of the various elements of the system. The right hand side of the V model illustrates the testing process, commencing with unit testing, and concluding with comprehensive systems acceptance tests. To support testing a "requirements traceability matrix" will be developed.

The matrix will be used to ensure that all requirements are met through the testing process. The testing process will be defined in a test plan. The tests will be defined in test specifications, and test results will be recorded. Defects found will be corrected and re-testing. Regression testing will be used where appropriate to ensure that fixing one issue has not created another.

During the Solution and Build phase, control points will be made, including design reviews (designs and documentation) and approvals, risk analysis, unit testing, factory acceptance tests, site acceptance tests, integration testing, systems acceptance tests, and trial operation.

This project is more than just technology and its implementation, the operational aspects of the project in standing up the CSC services is just as important as the underlying technology it uses. Sanef has ISO 9000 certified processes and procedures, our BOS uses both GAAP & IFRS accounting practices and a customer-centric approach that has earned us service awards.

In implementing the operations contract our operations staff will work with development staff matching system requirements with operational requirements and identifying areas where improvements could be made to improve efficiency, service and accuracy.

ADDRESSING THE UNIQUE CHALLENGES OF THE OHIO RIVER BRIDGES PROJECT

The Louisville-Southern Indiana Ohio River Bridges Project involves challenges similar to those Sanef encountered in the successful implementation and operation of other toll collection systems. Managing simultaneous elements of a new system with ever changing schedules and many project stakeholders requires careful planning & coordination, judicious use of resources, and a high tolerance for uncertainty. Among the challenges of the Louisville-Southern Indiana Ohio River Bridges Project include concurrent deployment of resources for project implementation, setting up the CSC, retail walk-up customer service centers, BOS integration, communications and public outreach, marketing of the AET concept, and regular maintenance. Using the project management approac we are prepared to handle this complex assignment.

In addition to known challenges of simultaneously coordinating multiple aspects of the project, we anticipate delivery challenges due to construction scheduling uncertainty, traffic configuration changes, public outreach and communications of AET, as well as other commonly encountered events (e.g., media events, weather, policy changes).

In terms of flexibility to allow for potential construction changes, our FastFlow™ gantry controller software is highly configurable to support lane shift changes. Configuration attributes set within our roadside AET software include direction of travel and toll zone measurements such as width of physical lane and shoulder settings. The reconfiguration of tolling points provides the flexibility needed during different phases of construction.

Finally, we understand that it is one thing to promise the resources and capabilities to handle challenges and uncertainties, but it is quite another to deliver. Sanef has delivered hundreds of projects over a period of 50 years in multiple countries, and up to ten projects simultaneously.

Sanef will assign a dedicated project management team with years of experience in successful toll collection system implementations with multiple project phases, including operations and maintenance. Our resource forecasting experience in launching new toll systems will ensure that resources are well allocated and the project is not impacted by resource availability.

The project management team will consist of leaders with expertise in these disciplines: Project Management, Contract Management, Quality Management, Procurement, CSC Operations, Violation Processing, E-ZPass Interoperability, Third-Party Interfaces, Software Development Management, Software Testing, Hardware Engineering, Installation, and Field Service.

Despite our demonstrated capabilities, we know that each project uncovers new and unique challenges: we must always be prepared for “unknown unknowns.” For this reason, Sanef team members on all projects must possess adaptability and patience. We will continually update the risk register to account for the “unknown-unknowns” as they manifest themselves. Our Project Board approach ensures complete review and transparency of the project to ensure that no issue is minimized by on-site staff that might affect successful project completion.

Finally, although Sanef proposes a unified team to deliver the ETCS elements of the LSIORB Project, we believe that our successful management is based on viewing our Team as one part of a broader undertaking. The project includes sponsors, state agencies from both sides of the Ohio River, construction contractors, designers, system suppliers, and the public.

1.7.2 Facilities – Production & Testing

PRODUCTION FACILITIES

The Sanef ITS Technologies America team located in Port Washington, New York provides production and primary maintenance services (both hardware and software) for Electronic Toll Collection Systems, including CSC, interoperability and roadside equipment functions. Our hardware engineers in NY have a fully equipped hardware lab for assembling and repairing roadside equipment and simulators for testing. Our software lab, also located in New York is used for research and development, testing and configuration management. In addition to our production facility in New York a dedicated testing, staging and quality assurance platform is provided at each facility location for the systems we install.

Sanef ITS has been providing toll system maintenance services for E-ZPass Group member agencies for over ten years. In 2002, we were one of the first system integrators to implement an ORT system (Pocahontas 895 in Richmond, VA). From 2002 to 2012 we provided the complete toll collection system and maintenance services for the Richmond Metropolitan Authority (RMA) in Richmond, VA. It included 55 lanes and three plazas with an interface to the Virginia Department of Transportation (VDOT) E-ZPass CSC.

TEST FACILITIES

To perform integration, validation and testing activities of our free flow AET systems, we use a dedicated site, called pilot site. This site is located at a restricted area, a former military airbase. We have erected several gantries on the runway, which provide a 1.5 mile long track on which we can make all the required tests with no limitation regarding speed or vehicle behavior.

The access to this site is regulated by site access rules. It can be open for visits and inspections by the Indiana Finance Authority and their representatives (including staff and consultants), if prior notification is received and everyone provides Photo IDs.

Three gantries have been erected in two distinct configurations. The first configuration is built with two consecutive gantries while the second one is a single gantry. Both provide enough room to cover more than 3 lanes.

The pilot site is illustrated in the pictures below:

	
Single gantry configuration	Dual gantry configuration

The gantries were designed to support mounting bracket allowing the installation of equipment at variable heights to achieve the exact position required for any project. The gantries allow installation of all roadside subsystems needed (toll tag, video and illumination, vehicle detection and classification, etc.).

The photos below show installation / configuration for testing of the M50 Dublin project in Ireland, the Golden Ears Bridge in Vancouver and PortMann Bridge in Vancouver.

	M50 project configuration. Authorities involved in testing: ✓ NRA (Ireland) ✓ TÜV (Germany, Austria) ✓ SANEF (France)
	Golden Ears Bridge project configuration Authorities involved in testing: ✓ Translink (Canada) ✓ Delcan (Canada)
	Port Mann project configuration. Authorities involved in testing: ✓ TiCorp (Canada) ✓ Delcan (Canada)

1.7.3 Experience with Providing BOS Services For Additional Facilities Through Existing Systems

The ability to provide BOS services for multiple facilities is inherent in the Sanef FastToll ERP™ system architecture. One example is our BOS product currently in operation at the Rhode Island Turnpike and Bridge Authority (RITBA) that support two bridges that operate under different tolling schemes (ORT and AET) and E-ZPass interoperability. This scenario is nearly identical to the conditions set forth within the RFQ where the bridges will be tolled as separate facilities with their own toll plazas. Sanef ITS technologies America Inc. was the lead firm on that project.

Supporting additional facilities through an existing BOS system is a strategic requirement in terms of scalability, ease of expansion and business model flexibility. The Sanef ITS FastToll ERP™ BOS underlying software architecture, database schema, interoperability interfaces and reporting module are all designed from the ground-up with this capability in mind. Reporting functionality for grouping revenue and traffic by combined (Facility, Plaza and tolling point) or specific tolling point is crucial for financial reconciliation and auditing.

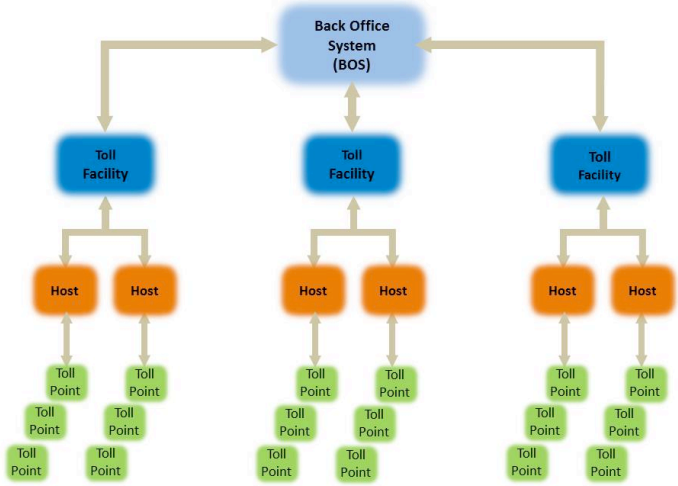


Figure 6 – Multi-facility BOS Architecture

Sanef ITS Technologies America Inc. BOS system is based on enterprise-level software and a system architecture that integrates different commercial systems using open interfaces. Transaction flow between the roadside toll collection system and back office services, including interoperability and financial system use messaging middleware for near real-time transaction processing and guaranteed message delivery. The architectural boundaries for each subsystem are decoupled to ensure each layer can operate independently of one another and make possible ease of future expansion.

For the LSIORB project, Toll Zone gantries at each bridge and ramps shall communicate with dedicated Toll Point Servers (similar to plaza servers in traditional toll systems) that validate transactions, store them locally and forward transactions to the Toll Facility Host level. The Toll Operations Center (TOC) shall be supported by the host server to monitor equipment and operate the toll collection roadside system on a day-to-day basis. Completed toll transactions (both AVI and image based) shall be posted in the BOS and reconciled with transactions at the Toll Facility Host level.

Extensive transaction lifecycle tracking within the Sanef ITS Technologies America Inc. system enables highly accurate financial tracking and auditability. Every toll transaction is tracked within the database from its assembly at the toll zone gantries, host, CSC posting and reconciliation disposition, image review and adjustments. At each step there are controls, alerts and processes designed specifically to protect revenue.

In addition to providing BOS services facilities through an existing system, Sanef ITS Technologies America Inc. is also highly experienced at providing support for multiple AVI technologies, including ISO 6C, Title 21 as well as implementing E-ZPass Inter Agency Group (IAG) systems. The AET system for the PortMann Bridge in Vancouver is multi-protocol with readers that support 6C sticker tags, Title 21 and ASTMv6 tags. IDRIS loops & lasers are used for classification.

One of the major innovations in our BOS product is built-in support for multiple interoperability schemes, including E-ZPass and Alliance for Toll Interoperability (ATI) clearing. There is no other company in the world that has the knowledge and experience in running interoperability hubs and peer-to-peer schemes. From E-ZPass & CTOC in the US, to EETS (European Electronic Toll Service) in Europe the extensive range of our offerings in interoperability is unprecedented. Our operations experience provides the insight needed for supporting multiple agencies that participate in these interoperability standards:

- Alliance for Toll Interoperability (ATI) Hub
- E-ZPass Group
- CTOC in California
- EETS in Europe
- IMSP in Ireland
- RNUT in Chile

Our interoperability hub for PortMann and Golden Ears Bridge supports a real-time interoperability interface for data exchange between the Golden Ears Bridge and Port Mann Bridge tolling facilities, the first interoperability hub in that region.

The benefit of all this experience and large installed base is that the BOS can be easily adapted to support tomorrow's interoperability initiatives such as ATI, multi-protocol tags and other GAP-21 initiatives. We are already maintaining hardware and software on large, complex toll systems.

1.8 Legal Information

1.8.1 Legal Liabilities

There are no known legal liabilities.

1.8.2 Legal Proceedings

Sanef ITS Technologies America Inc. a Major Subcontractor of the Proposer

In 2010 the United States Bankruptcy Court for the Southern District of California entered an order approving payment to InTranS (**now Sanef ITS Technologies America Inc.**) in settlement of its claims against its customer South Bay Expressway, L.P. ("SBX") the bankrupt debtor. The claims arose in connection with a contract for the installation and maintenance of an electronic toll collection system on State Route 125 in San Diego, California. Prior to SBX's declaration of bankruptcy in 2009, InTranS and SBX were engaged in a series of arbitrations and litigations before JAMS, AAA, the California Superior Court for San Diego County, and the U.S. District Court for the Southern District of California, in which each asserted that the other breached the said contract. All these disputes were stayed by SBX's bankruptcy petition and were fully resolved by the settlement order.

There is currently no litigation outstanding.

FORM D

CERTIFICATION

Proposer: Sanef Operations America Inc.

Name of Firm: Sanef Operations America Inc.

1. Has the firm or any affiliate,* or any current officer, director or employee of either the firm or any affiliate, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

   ☐ Yes ☒ No

   If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements within the past ten years?

☐ Yes ☒ No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Indiana governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past ten years, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Indiana law?

☐ Yes ☒ No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Indiana Department of Labor, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes ☒ No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☒ No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

* The term "affiliate" means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving Proposer, any Equity Member or any Major Subcontractor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer, any Equity Member or any Major Subcontractor), and other financially liable or responsible parties for the entity, that (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the design, construction, equipping, installation, integration, testing, operation, maintenance or back office toll collection and customer service for any project listed by an entity pursuant to Part B, Section 1.6.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____

Print Name: JÉRÔME LOUZINEAU

Title: PRESIDENT

Date: December 5, 2013

FORM D

CERTIFICATION

Proposer: Sanef Operations America Inc.

Name of Firm: Sanef ITS technologies America Inc.

1. Has the firm or any affiliate,* or any current officer, director or employee of either the firm or any affiliate, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

   ☐ Yes ☒ No

   If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements within the past ten years?

☐ Yes ☒ No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

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☐ Yes ☒ No

If yes, please explain:

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If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☒ No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

* The term "affiliate" means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving Proposer, any Equity Member or any Major Subcontractor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer, any Equity Member or any Major Subcontractor), and other financially liable or responsible parties for the entity, that (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the design, construction, equipping, installation, integration, testing, operation, maintenance or back office toll collection and customer service for any project listed by an entity pursuant to Part B, Section 1.6.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: 

Print Name: JÉRÔME COUZINEAU

Title: President

Date: December 5, 2013

FORM D

CERTIFICATION

Proposer: Sanef Operations America Inc.

Name of Firm: Sanef SA.

1. Has the firm or any affiliate,* or any current officer, director or employee of either the firm or any affiliate, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

   ☐ Yes ☒ No

   If yes, please explain:

4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

   ☐ Yes ☒ No

   If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements within the past ten years?

☐ Yes ☒ No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Indiana governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past ten years, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Indiana law?

☐ Yes ☒ No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Indiana Department of Labor, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes ☒ No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☒ No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

* The term "affiliate" means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving Proposer, any Equity Member or any Major Subcontractor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer, any Equity Member or any Major Subcontractor), and other financially liable or responsible parties for the entity, that (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the design, construction, equipping, installation, integration, testing, operation, maintenance or back office toll collection and customer service for any project listed by an entity pursuant to Part B, Section 1.6.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____

Print Name: FRANÇOIS GAUTHEY

Title: Chief Executive Officer

Date: December 5, 2013